



PROGRAM BROCHURE

FORM ADV PART 2A

VISIONARY ASSET MANAGEMENT PROGRAM

June 30, 2013

Visionary Asset Management, Inc.

2500 Wilcrest Drive, Suite 640

Houston, TX 77042

Phone: 866-940-4932

Facsimile: 713-333-2705

Web site: <http://visionaryassetmanagement.com>

This brochure provides information about the Visionary Asset Management Program and the qualifications and business practices of Visionary Asset Management, Inc. If you have any questions about the contents of this brochure, please contact us at 866-940-4932. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about Visionary Asset Management, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for the firm is 147304.

Visionary Asset Management, Inc. is a Registered Investment Adviser. Registration with the SEC or any state securities authority does not imply a certain level of skill or training.

NOTE FOR ERISA PLANS: *Visionary Asset Management, Inc.* acknowledges its status as a registered "investment adviser" with the SEC. With respect to services provided to your managed account, Visionary also acknowledges its status as a "fiduciary" within the meaning of ERISA section 3(21).

Summary of Material Changes

The purpose of this page is to inform clients of any material changes since the previous version of this wrap fee program brochure. This brochure dated June 30, 2013, contains updates of material changes made since the last annual updating amendment brochure, dated March 26, 2013. The changes are as follows:

1. Merger

Effective June 30, 2013, AlphaSource Investment Counsel, Inc ("ASIC") intends to merge into its sister company, Visionary Asset Management, Inc. ("Visionary"). Visionary will sponsor both wrap fee programs, the Visionary Asset Management Wrap Fee Program I, which is currently the AlphaSource wrap fee program and the Visionary Asset Management Wrap Fee Program II, which is currently the Visionary/Argentus wrap fee program. The only surviving entity for both wrap fee programs will be Visionary.

2. AUM

The total AUM as of May 31, 2013 is \$663,716,118, which includes the AUM for both ASIC and Visionary.

3. Web Site Address

The Firm has modified its web site address. The new web site address is:

<http://visionaryassetmanagement.com>.

4. Email Address of Contact Person

The new email address is: rd@vamsupport.com.

In the future, this section will discuss only the specific material changes that have occurred since the last annual update to the brochure and will, as a reference, include the date of the last annual update of the brochure. If you would like to receive additional copies of our brochure, please contact us by telephone at 866.940.4932.

TABLE OF CONTENTS

Advisory Business	4
Fees and Compensation	10
Performance-Based Fees and Side-By-Side Management	13
Account Requirements and Types of Clients.....	13
Methods of Analysis, Investment Strategies and Risk of Loss	14
Manager Evaluation.....	14
Disciplinary Information	16
Other Financial Industry Activities and Affiliations	16
Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	17
Brokerage Practices	18
Review of Accounts.....	20
Client Referrals and Other Compensation	20
Custody	21
Investment Discretion.....	21
Voting Client Securities	22
Financial Information.....	22

Advisory Business

I. Introduction

This brochure describes the Visionary Asset Management Program (the “Visionary Program”), an unbundled non-wrap fee program sponsored by Visionary Asset Management, Inc. (“Visionary”).

Visionary is the portfolio manager for the Visionary Program and is registered as an investment adviser with the U.S. Securities and Exchange Commission (“SEC”). Visionary is a wholly-owned subsidiary of WE2, Inc. which is a wholly-owned subsidiary of NEXT Financial Holdings, Inc. The Visionary Program is offered by solicitors who are investment adviser representatives of NEXT Financial Group, Inc. (“NEXT”) and solicitors acting as investment adviser representatives of other unaffiliated broker-dealers and registered investment advisers. NEXT is registered as an investment adviser with the SEC and as a broker-dealer with the SEC and the Financial Industry Regulatory Authority (FINRA). As a wholly-owned subsidiary of Next Financial Holdings, Inc., NEXT is an affiliate of Visionary. As of May 31, 2013, Visionary has \$663.7 million in assets under management and services in discretionary assets under administration. The Visionary Program is offered as a fee-based program in two ways:

1. Solicitors Affiliated with NEXT

One of the ways the Visionary Program is offered is through investment advisers who are affiliated with NEXT and who are solicitors for the Visionary Program. Investment adviser representatives who offer the Visionary Program are also referred to in this brochure as “Solicitors.” In addition to recommending clients to the Visionary Program, Solicitors will assist clients with opening their accounts, selecting investment models and, will, on an ongoing basis, provide information to them about their Visionary Program accounts.

2. Unaffiliated Solicitors

A second way the Visionary Program is offered is through investment advisers who are unaffiliated with Visionary and who are solicitors for the Visionary Program. Investment adviser representatives, who are not affiliated with Visionary, and who offer the Visionary Program are also sometimes collectively referred to in this brochure as “Solicitors.” Some Solicitors who are not affiliated with Visionary may also be registered representatives of a non-affiliated broker-dealer. In addition to recommending clients to the Visionary Program, Solicitors will assist clients with opening their accounts, selecting investment models and, will, on an ongoing basis, provide information to them about their Visionary Program accounts.

THE VISIONARY PROGRAM PORTFOLIOS

If you participate in the Visionary Program, you will have a choice of three types of portfolios: a Multiple Manager portfolio, a mutual fund portfolio, or an ETF portfolio described below. Subject to minimum investment requirements, your account can be invested entirely in one type of portfolio or in a combination of two or three types.

A. Multiple Manager Portfolios

For clients selecting multiple manager portfolios, the client is offered portfolios consisting of investment models from multiple asset managers that combine multiple managers across style and asset classes into one portfolio. The goal of the multiple manager portfolios is to deliver broader diversification than a single asset manager within an individual style category or asset class. Working with Placemark Investments, Inc. ("Placemark") whose services are described below, Visionary creates personalized portfolios for clients based upon asset allocation strategies and models. The portfolio that Visionary may propose for you will be based on specific profile data that you discuss with your solicitor.

The multiple manager portfolio accounts in the Visionary Program include services offered by sub-advisers who provide investment advice to both individual and institutional clients. Each sub-adviser has been selected through a proprietary due diligence process offered through Capital Markets Consultants, Inc. ("CMC") (discussed below) and manages a model (or basket of securities) representing a particular specialty, such as international equities or high-yield bonds. Collectively, the sub-advisers represent a wide range of styles and philosophies. By using several sub-advisers in a portfolio strategy, Visionary attempts to create for its client's diversification and promote stable investment performance over time. Visionary and Placemark will periodically add new sub-advisers to the Visionary Program, and have discretion to remove any sub-adviser that we deem to underperform expectations.

Based on discussions with you and your responses to Visionary's Client Profile Questionnaire (discussed in Section II below), your solicitor will compile information concerning your investment experience, anticipated need for liquidity, anticipated need for retirement funds, and other investment needs and parameters. Visionary and Placemark will use that information to target your risk tolerance and rate of return objective for the Visionary Program and to formulate an appropriate mix of Sub-adviser models by way of proposal.

As part of the Client Profile Questionnaire process, CMC offers six model portfolios designed to help determine the return objectives and investment goals/needs of Clients. The investment objectives for each of the six portfolios are listed below:

- **Appreciation Portfolio**

The Appreciation Portfolio is designed and managed to achieve growth of capital over a five year or long holding period while assuming stock market-like performance risk. The portfolio is comprised of actively managed strategies that give investors exposure to global equity markets with periodic exposure to bonds and or a money market funds.

- **Moderate Appreciation**

The Moderate Appreciation Portfolio is designed and managed to achieve moderate growth of capital over a five year or long holding period while assuming performance risk that is less than the stock market as a whole. The portfolio is comprised of actively managed mutual funds that give investors exposure to the global equity and bond markets.

- Conservative Appreciation

The Conservative Appreciation Portfolio is designed and managed to achieve moderate growth of capital over a five year or longer holding period while assuming performance risk that is less than the stock market as a whole. The portfolio is comprised of actively managed mutual funds that give investors exposure to the global equity and bond markets.

- Moderate Income

The Moderate Income Portfolio is designed and managed to achieve a balance between long term growth of investment capital and the generation of current income. Performance risk should be similar to a portfolio blend of stocks and bonds. The portfolio is comprised of actively managed strategies giving investors exposure to the global equity and bond markets.

- Conservative Income

The Conservative Income Portfolio is designed and managed to achieve a balance between reduced volatility, current investment income, and preservation of principal. Performance risk should be similar to a portfolio comprised mostly of bonds and to a lesser extent, common stocks. The portfolio is comprised of actively managed mutual funds that give investors exposure to the global bond and equity markets.

- Conservative Preservation

The Conservative Preservation Portfolio is designed and managed with a primary emphasis on limiting volatility and preserving principal with a secondary objective of generating current income. Performance risk should be similar to a portfolio comprised mostly of bonds. The portfolio is comprised of actively managed mutual funds that give investors exposure to the global bond and equity markets.

Both you and your solicitor will receive a written description of each sub-adviser listed in the proposal. For each sub-adviser, this information will include a brief history of the firm, an overview of key investment management personnel, and a summary of the prior Visionary Program performance record of the sub-adviser's model over a certain period.

You and your solicitor must review and discuss each sub-adviser's investment style before you accept the Visionary and Placemark proposal for investing your assets. Either of you may accept or reject any recommended Sub-adviser, and at any time may diverge from our suggested allocations. You also may impose reasonable restrictions on our ability to buy and sell certain individual securities or asset classes.

B. Mutual Fund and ETF Portfolios

The Visionary Program also offers portfolio accounts that are comprised of open-end mutual funds and ETFs.

- ETFs are managed baskets of securities, tracking a wide variety of sector-specific, country-specific, and broad-market indices that are traded as individual securities on a national exchange.

- Each of the mutual funds used in the Visionary Program is either a no-load mutual fund or a mutual fund that may be purchased through the Visionary Program at net asset value and without sales charges.

Placemark monitors the performance of the mutual funds and ETFs in the Visionary Program and will periodically adjust and rebalance the client's account in accordance with the client's asset allocation. Visionary and Placemark in its sole discretion, may add or delete mutual funds and ETFs from the Visionary Program.

Clients participating in the Visionary Program will enter into an investment management agreement giving discretion authority to provide investment management services that include trade execution, custodial and advisory services. In offering the Visionary Program, Visionary has entered into a separate agreement with Placemark, a third-party investment manager who will provide services to the Visionary Program. Prior to entering into an investment management agreement with Visionary, clients will receive both Visionary's and Placemark's disclosure brochure, privacy notice, and a disclosure of the referral arrangement between Visionary and Placemark, including the compensation that Visionary and Placemark will receive for investment management services. The fees that Placemark receives for its services under the Visionary Program are also described below.

Once you choose your portfolio type, you also can choose from among three specific strategies to apply to your account: tax efficient management, tactical overlay, and values-based overlay as described below. You are not required to select any of these options, but you may choose one, two, or all three strategies for your account. This selection will be made when you open your account, but you can add or remove optional strategies at any time by notifying Visionary or your Solicitor in writing. As discussed below in the section on fees, you will be charged an additional fee for each optional strategy you select.

THE VISIONARY PROGRAM STRATEGIES

Placemark is an investment adviser registered with the SEC, and serves as a sub-adviser to the Visionary Program. The sub-advisory agreement between Visionary and Placemark permits Placemark to actively manage and supervise client accounts utilizing an asset allocation strategy that provides clients with a personal investment management program tailored to the client's individual needs. Clients will have access to multiple managers ("sub-advisers"), who will provide investment advice regarding individual stocks, exchange-traded funds ("ETFs"), bonds, and mutual funds.

Placemark provides Visionary and Solicitors with services that include:

- client profiling and proposal capability tools;
- access to tools for viewing and managing client data and producing desktop performance reports;
- research, timely information, and recommendations regarding the qualification, investment philosophies, policies, and performance of the Sub-advisers;
- model portfolios for accounts receiving management services;
- field sales and education resources;
- preparation and distribution of periodic performance measurement reports with respect to client assets invested through the Visionary Program;
- information systems;
- calculation services to assist with investment rebalancing;

- operational and administrative services in connection with account set-up and maintenance; and
- calculation services for fees.

With the services offered by Placemark, Visionary seeks to provide discretionary investment advice to meet its clients' investment objectives by tailoring investments to individual meet client needs. As described below, this is done in three ways: through overlay portfolio management services, tax overlay management services, and a managed account platform. What this means is that through overlay portfolio management services, Placemark seeks to manage all or a portion of a Client's account (a "sleeve") according to a model portfolio so that the risk and return characteristics of the account or sleeve tracks, as is reasonably feasible, the risk and return characteristics of such model portfolio. The model portfolio is based on the recommendations of one or more investment managers or strategists that act as investment advisers and/or sub-advisers to Placemark ("Model Portfolio Advisers").

Once you choose your portfolio type, you also can choose from among three specific strategies to apply to your account: tax efficient management, tactical overlay, and values-based overlay as described below. You are not required to select any of these options, but you may choose one, two, or all three strategies for your account. This selection will be made when you open your account, but you can add or remove strategies at any time by notifying Visionary or your Solicitor in writing. As discussed below in the section on fees, you will be charged an additional fee for each optional strategy you select.

A. Overlay Portfolio Management Services

Placemark's overlay portfolio management services include discretionary investment management through a single custodial account, usually called a "unified managed account" or "UMA," which may contain individual securities, mutual fund shares, exchange-traded funds ("ETFs") and other investment products. In providing overlay portfolio management services, Placemark uses its propriety investment technology and processes to coordinate and implement the recommendations of the Model Portfolio Advisers.

B. Tax-Overlay Management Services

You may elect to have your account managed in a manner that attempts to minimize your potential tax burden by realizing losses and deferring realization of short-term gains. If you choose this option, tax overlay management services may be provided to an account or sleeve. Often, these accounts will also receive overlay portfolio management services as described above. The end goal of tax overlay management services is to improve the after-tax return for the client while staying as consistent as possible with the risk/return characteristics provided by the model portfolios. Tax overlay management is not designed to eliminate taxes, merely to ensure that Placemark takes tax consequences into consideration in determining whether and how to rebalance an account. If Placemark determines that the tax consequences would outweigh the potential benefits of rebalancing, the account may not be rebalanced in accordance with the rebalancing schedule. However, Visionary and Placemark do not provide general tax planning advice or services.

C. The UMA Marketplace™ Program

Placemark also offers the UMA Marketplace™ Program, a managed account platform, that allows

individual registered investment advisers like Visionary, and large institutions, to develop customized offerings utilizing the services of hundreds of model portfolio advisers, or any of the thousands of mutual funds and ETFs, available on the platform. Placemark acts as overlay portfolio manager to Visionary's Clients for whom Visionary selects from model portfolio advisers or funds to construct a UMA program. To provide its services, Placemark enters, separately, into a written agreement with the model portfolio advisers to provide such services. Each Visionary Client participating in the UMA Marketplace™ Program will complete an investment profile questionnaire or similar document that will allow Visionary to determine and document whether the program is suitable for its clients, meets client investment objectives, restrictions, investment options and other instructions of the client's account.

D. Socially Responsible Classifications

You may also elect to have your account managed in a manner that may be considered "socially responsible." In this strategy, you may impose restrictions to prevent your account from being invested in companies involved, for example, in gambling, alcohol, tobacco, or pornography. Any such limitations may have a negative effect on the performance of your account. Placemark relies on third-party providers for socially responsible classifications of individual securities and makes no guarantee as to the accuracy of such third parties' classification. Changes may occur that affect the industry classification of a firm and Placemark will make reasonable efforts to implement those changes in a timely manner. Placemark's implementation of restricted securities must usually be specified in the applicable client agreement or in other documentation clients receive. In general, Placemark may implement restrictions by taking one or more of the following actions: increasing the relative proportions of other securities to replace the restricted securities; increasing cash in the account; and, when agreed to by Visionary, selecting alternate securities. The Visionary Program includes multiple strategies offered through Placemark. Your Solicitor will assist you in determining whether these strategies are suitable for you.

II. The Client Profile Questionnaire

The asset allocation proposal for the Visionary Program is based upon your responses to the Client Profile Questionnaire, and is provided to assist you in making informed asset allocation decisions. You should consider all of your assets, income, and investments when you decide whether to adopt, modify, or reject a proposed asset allocation. You may impose a ceiling on the percentage of assets you are willing to allocate to certain asset classes. However, if you impose such a restriction, you may receive an asset allocation proposal that differs from the allocation your solicitor would otherwise consider appropriate. Clients who do not impose any restrictions are likely to receive asset allocation proposals that are similar to proposals presented to other clients with similar investment profiles.

III. The Custodian

All or a portion of your assets may reside in one or more accounts for your benefit custodied with the custodian listed on Exhibit A of your Investment Advisory Agreement or such other firm selected by Visionary and Placemark in their sole discretion (the "Custodian"). The custodian will debit advisory fees from your account, on our behalf, and will credit your account(s) with all interest, dividends, and other distributions that it receives on your assets.

IV. Wrap Fee Programs

Visionary also offers its services as a “wrap fee program” and provides portfolio management services. Using sub-advisers, Visionary manages the wrap fee programs in a similar manner as described in this brochure and receives fees for its portfolio management services as described in Appendix 1 of its Form ADV Part 2A.

Fees and Compensation

A. The Advisory Fee

Your Investment Advisor Representative receives a portion of the advisory fee for their services as Solicitors and for qualifying clients to invest in the Visionary Program. The advisory fee that you pay is negotiable and will vary, at Visionary’s discretion, among Solicitors depending on many factors, including the size and complexity of the client’s account and prior relationships and services.

Visionary has the discretion to combine the account values of family members living in the same household to determine the applicable investment management fee that you will be charged. For example, Visionary may combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts. Combining account values may increase the asset total, which may result in your paying a reduced advisory fee based on the available breakpoints in our fee schedule stated below. Clients may receive comparable services from other sources for fees that are lower or higher than those charged by Visionary.

B. Timing and Calculation of Fees

Your initial fee will be based on the market value of your assets on the date of your initial investment in the Visionary Program. This fee will be deducted by the Custodian within 30 days of account inception.

The initial fee will cover the period from the date your account was funded until the last day of the initial calendar quarter, and will be calculated proportionately with respect to the number of days in the initial billing period. Thereafter, your fees will be based on the value of your assets on the last business day of each quarter. In computing the market value of assets, mutual fund shares will be calculated at their respective net asset value as of the valuation date in accordance with each applicable prospectus.

Additional contributions (whether in kind or in cash) to your assets will be charged a pro rata fee based upon the number of days remaining in the quarter. If you withdraw funds from your account, the fee will be adjusted—again on a pro rata basis. Fees will not be adjusted for account appreciation or depreciation during a quarter.

If you terminate your account, Visionary will provide you with a pro rata refund of fees paid for that calendar quarter, based on the number of days remaining in the quarter after the termination date.

C. Fees and Compensation

A. General Description:

Visionary's fees for sponsoring or otherwise servicing the investment management program are individually negotiated with each sub-adviser based on aggregate assets in the program. As described further in this brochure, Visionary charges a fee of .25% annually for its platform services.

Clients should consult their account opening documentation or ask their Solicitor or Adviser for specific account fee information.

SCHEDULE OF ACCOUNT FEES FOR MULTIPLE MANAGER PORTFOLIOS

Fees for multiple manager portfolios generally range from 30 to 50 basis points annually for management services provided. The fees charged depend on the manager(s) selected. Sub-advisers providing investment management portfolio services require certain minimum investment depending on the investment allocation strategy that the Client selects. The total fee, including Solicitor's fees charged to clients, cannot exceed 2.5%. Fees are calculated on a per account basis. Visionary does not receive 12b-1 fees from mutual funds that clients invest.

Overlay Portfolio Management Services ("OPM") Fees

For clients with accounts that have a value less than \$500,000 at inception and at the end of each calendar quarter, the annual OPM Fee rate shall be as follows:

<u>ACCOUNT VALUE (LESS THAN \$500,000)</u>	<u>ANNUAL FEE</u>
Account with mutual funds or exchange traded funds	0.10%
Account with any allocation to Model Portfolio Advisers and no tax overlay management services	0.20%
Additional Fee: Accounts with tax overlay management services	0.10%

For clients with accounts that have a value equal to or greater than \$500,000 at inception and at the end of each calendar quarter, the annual OPM Fee rate shall be as follows:

<u>ACCOUNT VALUE (EQUAL TO OR GREATER THAN \$500,000)</u>	<u>ANNUAL FEE</u>
Sleeves with mutual funds or exchange traded funds	0.10%
Sleeves with any allocation to Model Portfolio Advisers and no tax overlay management services	0.20%
Sleeves with any allocation to Discretionary Fixed Income Managers	0.15%
Additional Fee: Accounts with tax overlay management services	0.10%

Model Portfolio Adviser Fees

Placemark's fees, as described above, are in addition to fees paid to Model Portfolio Advisers, which generally range from 25 to 60 basis points. The fees charged by Model Portfolio Advisers are shown on the New Account Form or other forms that are used when clients change Model Portfolio Advisers or other make other changes to account features.

Visionary Asset Management, Inc. Platform Fee

The Platform Fee shall be 25 basis points (0.25%) annually applied to the client's entire account. Visionary reserves the right to negotiate a reduced fee.

Custodian Fee

The fees charged for custodian services for client accounts are set forth below. As the chart reflects, clients will pay a maximum custodian fee of 18 basis points (0.18%). Visionary does not receive any part of the custodian fees for holding client assets.

First \$250,000	.18%
\$250,000 - \$500,000	.12%
\$500,000 - \$2,000,000	.08%
\$2,000,000 and above	.06%

Total Maximum Fee

The total fee that a client will pay investment management services, including Solicitor's fees and other fees listed above, will not exceed 2.50%.

Additional Fees and Expenses

Your fees may differ from fees paid by other clients. Fees may be negotiated, and may vary due to factors such as the investment strategies utilized by the selected Sub-adviser(s), the amount of assets invested, and the services to be provided. Fees also may differ if the fee schedule changes and Visionary does not apply the new rates to existing clients. The fee you pay under the Visionary Program may be more or less than if you purchased services separately and not under the Visionary Program.

The fees stated above includes the costs of brokerage commissions/ticket charges for transactions executed through a qualified custodian (or a broker-dealer designated by the qualified custodian), and charges relating to the settlement, clearance, or custody of securities in the Account. The Fee does not include mark-ups and mark-downs, dealer spreads or other costs associated with the purchase or sale of securities, interest, taxes, or other costs, such as national securities exchange fees, charges for transactions not executed through the qualified custodian, short term redemption fees, costs associated with exchanging currencies, wire transfer fees, or other fees required by law or imposed by third parties. You will be responsible for these additional fees and expenses.

Your assets may be invested in mutual funds (including money market funds), and other collective investment funds that have advisory, administrative, distribution, transfer agent, custodial, legal, audit,

and other customary fees and expenses. These fees and expenses, which will be explained in the applicable fund's prospectus, are paid by the funds, but ultimately are borne by you as a fund shareholder. These fees and expenses are in addition to the fee you pay Visionary, and generally will not be deducted from the Visionary fee. If your assets are invested in a money market fund, you may have been able to save on expenses if you had invested in that fund directly.

In some cases, you can purchase securities directly from the issuer, its principal underwriter, or a distributor without establishing an account in the Visionary Program or paying the Program Fee. Certain mutual funds are offered to the public without a sales charge. The sales charge for other mutual funds may differ from the fee for the Visionary Program.

Advisory Fee Deductions

Visionary may deduct fees directly from client assets. In some non-wrap or "unbundled" programs, generally those established with independent investment advisers as sub-advisers, the fees payable to Placemark, Model Portfolio Adviser, and Visionary are calculated separately. Placemark generally calculates and charges clients for fees payable by Placemark to Model Portfolio Advisers and debits clients' custodial accounts for the combined Placemark and Model Portfolio Advisers fees. Thus, client's account statements may reflect debits by Placemark to withdraw its own fees as well as separate debits to withdraw the fees payable to the Model Portfolio Advisers or may reflect a single debit for Placemark's plus the Model Portfolio Advisers' fee. In certain instances, Placemark has agreed to pay reduced fees to Model Portfolio Advisers when assets reach certain "breakpoint" levels. In these circumstances, Visionary may not pass on such cost savings to clients. Visionary typically otherwise debits its fees directly. In some cases, Placemark debits the fees payable by clients to Visionary or to third-party research or review vendors used in the Visionary Program. Any such authority and amounts of such fees will be provided in the applicable client account agreement or other account documents.

Performance-Based Fees and Side-By-Side Management

Visionary does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client) to its clients.

Account Requirements and Types of Clients

The Visionary Program is open to individuals, trusts, estates, 401(k) plans, pension and profit-sharing plans, charitable organizations, corporations, partnerships and other entities.

The standard minimum investment for a multiple manager portfolio account generally will be \$150,000. The standard minimum investment generally will be \$50,000 for mutual fund accounts, and \$25,000 for ETF accounts. Visionary and Placemark reserve the right, in their sole judgment, to accept investments below these thresholds. However, a client whose account is below the standard minimum may receive the benefits of all available investments due to the practical limitation that smaller allocations of money may create.

Methods of Analysis, Investment Strategies and Risk of Loss

Solicitors will use Visionary's Client Profile Questionnaire to determine each client's financial situation, investment objectives, time horizons, risk tolerance, and other information necessary to define that client's investment needs. Client profiles are a series of questions, which are designed to help determine the return objectives and investment goals/needs of clients. The information on this questionnaire is provided to Visionary. The Client Profile Questionnaire will document Visionary's assessment that the program is suitable for you, meets your investment objectives, restrictions, investment options and other instructions of your account.

Manager Evaluation

Regarding asset management and investment vehicle evaluation, Visionary primarily utilizes information gathered by CMC and Placemark through their initial and ongoing research and due diligence process.

CMC, a third party due diligence provider, employs a multiphase approach to researching and assisting in selecting managers suitable for participation in the Program ("Approved Sub-Managers"). Approved Sub-Managers are evaluated using data and information from several sources, including the manager and independent databases. Among the types of information analyzed are historical performance, investment philosophy, investment style, historical volatility and correlation across asset classes. Also reviewed are the manager's Form ADV Part 2A, as well as portfolio holdings reports that help demonstrate the manager's securities selection process. To ensure accuracy, CMC's attempts to verify all information by comparing it to publicly available sources. The investment professionals at the investment management firms are a primary source of information to CMC and Visionary, providing quantitative and qualitative information.

Before offering services provided by Approved Sub-managers to clients, Visionary reviews CMC's evaluations of these managers, the manager's Form ADV, and may request additional information from CMC or the managers to evaluate the competence and experience of managers before offering their services to clients. At least annually, Visionary, through CMC and Placemark, will review any updates to this information to determine if the manager is still suitable for clients. The President, with the guidance of Visionary's Due Diligence/Investment Committee, will approve, disapprove or remove managers from the Visionary platform.

Visionary Program Investment Risks

Risk of Loss

General Risk. Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that we can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance. The value of your assets will be subject to a variety of factors, such as the liquidity and volatility of the securities markets. Portfolio transactions may give rise to tax liability, for which you are responsible.

Asset Allocation Risk. Asset allocation risk is the risk that a client's assets may be allocated to an asset class or mandate that underperforms other asset classes. For example, fixed-income securities may underperform equities. Model Portfolio Advisers that have been selected by a client or its Financial Adviser. Accordingly, asset allocation risk may greatly depend on the allocation among Model Portfolio Advisers and other investment options chosen by such persons. In some cases, Visionary or Placemark may, on behalf of a client, deviate from the target allocations to Model Portfolio Advisers and investment options due to other mandates on the account such as tax management or restrictions. Such deviations may cause the portfolio to deviate from the risk/return profile of its model portfolio. In such circumstances, Visionary or Placemark may introduce greater asset allocation risk to a sleeve or an account. Further, assets not invested in individual portfolio models may be invested in ETFs. Equity ETFs are subject to risks similar to those of stocks and fixed-income-based ETFs are similar to those of bonds. Accordingly, like other market investments, they may move up or down and are subject to market volatility. Clients will bear additional expenses based on a pro rata share of the ETF's operating expenses, brokerage costs, and the potential duplication of management fees. Additional asset allocation risks with respect to investing in mutual funds and ETFs include the following:

- **Investments in Other Investment Companies.** The risk of investing in other investment companies (mutual funds, ETFs, UITs, etc.) typically reflect the risks of the types of securities in which those investment companies invest and other attending management risks. When a portfolio invests in another investment company, clients bear their proportionate share of the investment company's fees and expenses as well as their account's fees and expenses.
- **Derivatives Risk.** Using derivative securities (such as, options and futures) to hedge portfolio and other risks may increase volatility and may expose a portfolio to a greater level of market risk than the amount of cash utilized. If the changes in a derivative's value do not correspond to changes in the value of hedge target as intended, the account may not fully benefit from or could lose money on the derivative position. Derivatives that are not exchange traded can involve risk of loss if the counterparty to the contract defaults on its obligation. Derivatives may also be less liquid and more difficult to value.
- **Credit Risk.** There is a chance that an issuer of a fixed income security may fail to pay interest and/or principal in a timely manner, or that negative perceptions of the issuer's ability to make such payments will cause the price of the security to decline. These risks are greater for securities that are rated below investment grade (junk bonds) which may be considered speculative and are more volatile than investment grade securities.
- **Interest Rate Risk.** A change in market interest rates may adversely affect the value of fixed income securities. When interest rates increase, the value of fixed income securities generally will fall, and longer-term securities will be affected to a greater degree.

Investment and Market Risk. Recommendations are subject to investment risk, including the possible loss of the entire principal amount invested. A recommendation to invest in securities and other instruments may also involve market risk, which is the risk that the value of these positions, like other market investments, may move up or down, sometimes rapidly and unpredictably. Recommended investments at any point in time may be worth less than the original investment, even after taking into account any reinvestment of distributions.

Information Risk. Advice is based in large part on information received from clients, Model Portfolio

Advisers, Financial Advisors, Sponsors and other third parties. In addition, recommendations are based on model portfolios by Model Portfolio Advisers. Therefore, advice given relies significantly on the accuracy and completeness of the information provided by such persons and the skill and analytical ability of the Model Portfolio Advisers.

Disciplinary Information

Neither our firm nor our management persons have any legal or disciplinary events which are required to be disclosed in this brochure.

Other Financial Industry Activities and Affiliations

A. Affiliated Portfolio Managers

Certain sub-advisers may be affiliated with NEXT. Visionary may have a conflict of interest in including these sub-advisers in the Visionary Program. If you select one of the strategies offered by such sub-advisers, Visionary and its affiliates may receive greater aggregate compensation.

B. Other Business Relationships with Portfolio Managers and Portfolio Funds

Sub-advisers may have other business relationships with Visionary or its affiliates, and may compensate Visionary or its affiliates. Similarly, Visionary or its affiliates may receive compensation from other parties in connection with services Visionary provides in these relationships, such as trading, lending, prime brokerage, and custody services. As a result of these relationships, Visionary may have a conflict of interest in determining which sub-advisers to include in the Visionary Program. A third-party review vendor retained by Visionary also may have a conflict of interest by helping Visionary review sub-advisers or making recommendations to Visionary about which sub-advisers to include in the Visionary Program because the third party review vendor or its affiliates may provide other services to Sub-advisers or their affiliates.

Visionary, NEXT, or their affiliates may, from time to time, enter into joint marketing activities with sub-advisers or service providers to the Visionary Program. These sub-advisers or service providers may pay for, or may reimburse Visionary or its affiliates for, all or a portion of the cost of the activities.

C. Other Affiliations

NEXT, an affiliate of Visionary is registered as an investment adviser and as a broker-dealer. Next Financial Insurance Company ("NFISCO"), an affiliate of NEXT, is an insurance agency. NEXT and NFISCO provide a wide range of financial services to individuals, banks and thrift institutions, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and other business entities, and states, municipalities, and other governmental entities. Clients in the Visionary Program may also be clients of NEXT and NFISCO. Fees charged by NEXT and NFISCO are distinct from the fees charged by Visionary.

Visionary is the sponsor and portfolio manager for the Visionary Managed Wrap Fee Program I (the "Visionary I Program"). Clients of the Visionary Program may be solicited to participate in the Visionary I

Program and are hereby advised that the services and fees associated with the Visionary Program are separate and apart from the services and fees associated with the Visionary I Program. Please refer to the Visionary I Program Wrap Brochure for further details on that program. Clients using Placemark's account management, as described above, pay a platform fee of 0.25% annually. Visionary reserves the right to negotiate a reduced fee. As noted, the total fee that a client will pay investment management services, including Solicitor's fees and other fees listed above, will not exceed 2.50%. Clients participating in the Visionary I Program contracted with through Argentus Capital Management, LLC ("Argentus") pay a platform fee of 0.75% annually. The fee is not negotiable. However, the total Visionary I Program fee is two percent (2%) including the platform and Solicitor's fee. Thus, Solicitors may only charge up to a maximum of 1.25% per year of the value of your assets under management.

Accordingly, Visionary may have a financial incentive to recommend its clients use the Visionary Program rather than the Visionary I Program offered through Argentus. To the extent that Visionary could receive higher fees by recommending one program over another, Visionary could be deemed to have a conflict of interest with respect to clients' interests and its own when offering the two programs to clients.

Some members of the Board of Directors for NEXT Financial Holdings, Inc. and WE2, Inc. serve as Board members for Visionary, as well as for NEXT and WE2 themselves. There may be a perceived conflict of interest. However, clients should be aware that the Board of Directors does not make decisions for Visionary without following the process set forth in the company's by-laws. The Board Members are Registered Persons, investment adviser representatives and shareholders of NEXT Financial Holdings, Inc. and WE2 Inc.

The Board Members of NEXT Financial Holdings, Inc. and WE2, include:

- Gordon D'Angelo;
- Norman Grant, Jr.;
- David Holtz;
- Cary Cowan;
- Arthur Farr; and
- Jeffrey Saline.

The above-listed Board of Directors receives compensation for the services they perform as members of the Board of Directors of these two entities. This compensation is paid by NEXT Financial Holdings, Inc., and is not dependent upon the amount of assets under their management, or upon their production as Registered Persons of the broker-dealer. Any compensation they receive in their capacity as Registered Persons of the broker-dealer or as investment adviser representatives of the registered investment adviser is received only as payment for services rendered to clients.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Description of Our Code of Ethics

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for our Associated Persons. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All of our Associated Persons are expected to adhere

strictly to these guidelines. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm.

Our Code of Ethics is available to you upon request. You may obtain a copy of our Code of Ethics by contacting us at (866) 940-4932.

I. Personal Trading Practices

Our firm, our associated persons, or solicitors, may buy or sell the same securities for you at the same time we buy or sell such securities for our own accounts. A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To mitigate this conflict of interest, we shall not have priority over your account in the purchase or sale of securities.

II. Principal Transactions

Certain clients in the Visionary Program may have brokerage accounts with NEXT for which NEXT does not act in an advisory capacity. In providing brokerage services to these clients separate and apart from their participation in the Visionary Program, NEXT may enter into transactions as principal and may solicit these clients, as brokerage clients, to invest in products or services in which NEXT or one of its affiliates has a financial interest. These activities are unrelated to Visionary's advisory activities.

Brokerage Practices

A. Selecting Brokerage Firms

Placemark generally has the authority to determine the broker-dealer to be used in any securities transaction and the commission rate or price to be paid to such broker-dealer. It considers the full range and quality of a broker-dealer's services when selecting a broker-dealer, including among other factors, price, yield or spread, execution capability; financial condition; responsiveness and willingness to commit capital; integrity, including the ability to maintain confidentiality; and technology infrastructure and operation capabilities. These factors will have differing levels of importance depending on the circumstance of a particular trade.

Visionary is obligated to seek best execution of client transactions under the circumstances of a particular transaction. This means that it must effect securities transactions in a manner so that your total cost or proceeds or long-term interest in each transaction is most favorable under the circumstances.

(1) Research and Other Soft Dollar Benefits

Visionary does not receive research or other products or services from a broker-dealer or a third party in connection with client securities transactions ("soft dollar benefits"). Visionary does not participate in any transaction fees or commissions paid to the broker-dealer or custodian, and do not receive any fees

or commissions for the opening or maintenance of client accounts at recommended broker-dealers.

Certain vendors may provide monetary support in support of Visionary educational conferences.

(2) Brokerage for Client Referrals

Neither Visionary nor Placemark consider, in selecting or recommending broker-dealers, whether it or a related person (i.e., officers, managers, partners, employees and all persons directly or indirectly controlling or controlled by or under common control with us) receives referrals from a broker-dealer or third-party in determining brokerage.

(3) Directed Brokerage

Visionary does not permit clients to direct brokerage transactions to certain broker-dealers.

B. Aggregation/Allocation

Generally Visionary, through Placemark, aggregates client orders in the Visionary Program, and allocates filled orders among accounts. Partially filled orders are generally allocated ratably among accounts. Visionary and Placemark's policies are to allocate investment opportunities equitably among its clients. Visionary through Placemark seeks to ensure the allocation of significant recommendations from Model Portfolio Advisers among its clients by rotating its submission of the resulting trades for the various programs.

(1) Order Aggregation

Placemark generally aggregates client orders by executing broker, usually the broker-dealer Sponsor of the program, and allocates filled orders among accounts of that Sponsor. Partially filled orders are generally allocated ratably among accounts. If an order is partially filled through a Sponsor, only accounts of that Sponsor will receive allocations from that partial fill.

(2) Allocation of Investment Opportunities

Visionary, through Placemark, allocates investment opportunities equitably among its clients. Placemark seeks to ensure the allocation of significant recommendations from Model Portfolio Advisers among its clients by rotating its submission of the resulting trades for the various programs. This rotation is used where significant assets are managed by Placemark using a model portfolio for the same investment strategy in two or more programs and where the update will likely result in a significant dollar amount of trades. Placemark rotates these trades among the executing broker for the programs and the rotation list is indexed daily. Placemark's ability to implement trade rotation is dependent on the accounts for each eligible program being in good order when trading is to begin. Accounts which are not ready to trade or which require additional reviews are not included in the rotation but will be traded as soon as practicable independent of the rotation. Model updates which are not rotated are implemented and traded independently of each other.

Review of Accounts

Solicitors are primarily responsible for ongoing review of the accounts that they service. In addition, Visionary and Placemark will perform periodic supervisory reviews to ensure that the account is allocated properly by using its proprietary investment technology to identify accounts for which Placemark may need to effect trades or otherwise take action. The triggering events for identifying these accounts primarily consist of pending changes to investment objectives of accounts (such as allocations or restrictions), events occurring within the account such as cash flows, and changes to model portfolios.

Visionary regularly responds to client inquiries, consults with solicitor regarding any updates in client financial information and investment objectives, reviews the activity in and investment results of client accounts with solicitor who will relay the information to their clients, and helps clients decide whether to make changes to their respective portfolio strategies. Your solicitor will contact you on at least an annual basis to determine whether there have been any changes to your investment objectives, risk tolerance, and other relevant information, but you are encouraged to contact your solicitor sooner if there are any changes to discuss.

Visionary's Program portfolio managers review accounts based on account review guidelines established by Visionary and Placemark's portfolio management team and by consulting with senior team members. In general, portfolio managers will review accounts for consistency with investment objectives, model portfolios, investment policies, restrictions, tax mandates and other constraints. Accounts are reviewed on both a pre- and anticipated post-trade basis and may be reviewed individually or with other accounts with similar objectives, policies, constraints or which use the same model portfolio. Portfolio Managers generally perform account reviews with a view to implementing the objectives, policies, restrictions and tax and other constraints while minimize the risk of variance to the model portfolios.

Client Referrals and Other Compensation

A portion of your fee under the Visionary Program generally is paid to your solicitor. The amount of this compensation may differ from what your solicitor would receive if you paid separately for investment advice, brokerage, and other services.

Adviser representatives/solicitors of NEXT may have a personal ownership stake or have an option to obtain such a stake in Visionary's parent company. In addition, Visionary and/or WE2, an affiliated company, may reimburse and/or pay for expenses including travel, lodging, entertainment and other related costs associated with solicitors' attendance at conferences which are sponsored by WE2. Invitations to such conferences are based upon the amount of client assets that are referred to the Program by solicitors. Visionary and/or WE2 may also reimburse Solicitors for marketing expenses they incur in marketing the Visionary Program or increase their compensation based on the amount of assets their clients have under Visionary's management. While the client does not pay for such expense reimbursements or increased compensation, these payments do represent a form of compensation to the solicitors and may be more than what the solicitor would receive if a client participated in other programs. Therefore, the receipt of such benefits may give solicitors a financial incentive to recommend the Visionary Program over other programs or services. Clients should consult their solicitor for additional details if they have questions about benefits or compensation the adviser representative

receives.

Given the above arrangements and given that NEXT and Visionary are affiliates and under common ownership, some adviser representatives may have a financial incentive to recommend the Visionary Program over other programs and services.

Additionally, Visionary may receive expense reimbursement from portfolio strategist used on the Visionary platforms for conferences sponsored by WE2. Clients should be aware, however, that the receipt of economic benefits by Visionary in and of itself creates a potential conflict of interest.

Custody

Visionary does not maintain custody of your assets that participate in the Visionary Program. Your assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank. Visionary is not, operated by, independently owned by or affiliated with any custodian. The custodian will hold your assets in a brokerage account, and buy and sell securities only when you instruct them to do so. The choice of which custodian to utilize is determined by the client in consultation with their Solicitor and the client enters into a separate contractual relationship with the selected custodian.

The custodian will provide you with a monthly or quarterly account statement with separate confirmations of each transaction, a list of the assets in your account(s), and related information. You may also elect to receive from the custodian, electronically, a periodic statement of all transactions that are executed for your account(s), including transaction confirmations that are sent to Visionary. At any time you can elect to receive individual confirmations for transactions effected during a period in which you originally chose not to receive separate transaction confirmations. You may pay a different fee based on this election and may rescind this election at any time upon written notice to Visionary.

In addition to your quarterly account statement, you may also elect to receive a quarterly report that compares the performance of assets in your account against certain indices, and periodic statements indicating, among other things, the valuation of the Visionary Program assets through your solicitor offered by Black Diamond Performance Reporting, LLC. The pricing information used in preparing these reports assumes that all fixed income purchases and sales will be aggregated whenever possible among Visionary Program clients. If orders are not aggregated, those prices may not be attainable.

As a result of revised IRS regulations, custodians and broker-dealers will begin reporting the cost basis of equities acquired in client accounts on or after January 1, 2011. Custodians will default to the FIFO (First In First Out) accounting method for calculating the cost basis of your investments. You are responsible for contacting your tax advisor to determine if this accounting method is the right choice for you. If your tax advisor believes another accounting method is more advantageous, please provide written notice to your solicitor immediately and we will alert your account custodian of your individually selected accounting method. Please note that decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement.

Investment Discretion

Clients participating in the Visionary Program grant discretionary investment authority to

Visionary to be exercised in a manner consistent with the stated investment objectives of the particular client's account. When selecting securities and determining amounts, Visionary observes the investment policies, limitations and restrictions of the Clients. When selecting securities and determining amounts, we observe the investment policies, limitations and restrictions that you and we have discussed and agreed upon.

Voting Client Securities

Visionary will not vote proxies on behalf of your advisory accounts. If you own shares of common stock or mutual funds, you are responsible for exercising your right to vote as a shareholder.

In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward any electronic solicitation to vote proxies.

Financial Information

Visionary does not have any financial conditions or impairments that would prevent us from meeting our contractual commitments to you. We do not take physical custody of client funds or securities, or serve as trustee or signatory for client accounts, and, we do not require the prepayment of more than \$1200 in fees six or more months in advance. Therefore, we are not required to include a financial statement with this brochure.

This section has been left blank intentionally.



Covered Service Provider Disclosure Report for ERISA Plans (408b-2)

This report is being provided to you because our records indicate that you are the appropriate contact for the ERISA plan sponsor of a “covered plan” (within the meaning of Department of Labor Rule 408b-2(c)) which is the client of an account managed by Visionary Asset Management, Inc. (“Visionary”) in the unified managed account or similar program. If you are not the appropriate contact, please let us know by calling (713) 328-4807 or by email at rd@vamsupport.com.

The following table contains information and references to additional information about Visionary’s services and compensation as required by Rule 408b-2. It also includes information about the services and compensation of Sub-Adviser/Overlay Manager, Placemark Investments, Inc. (“Placemark”) and Model Portfolio Advisers which act as sub-advisers to Placemark and Visionary therefore are “sub-contractors” to Placemark and Visionary for purposes of the Rule.

Enclosed, as a separate document, is the Placemark Investments, Inc. 408b-2 disclosure as Sub-Adviser/Overlay Manager.

Information	Where to Find It
Description of Visionary services.	<p>Visionary’s Form ADV Part 2A, specifically “The Visionary Program Portfolios” (Pages 4-7), “The Visionary Program Strategies” (Pages 7-9), The Client Profile Questionnaire” (Page 9), “Fees and Compensation” (Pages 10-13), and “Methods of Analysis, Investment Strategies and Risk of Loss” (Pages 14-16).</p> <p>See also the managed account agreement or similar document regarding the role of Visionary and the overlay manager, investment strategies; tax overlay management services, account restrictions, consultation and reporting, and custody, trading and execution.</p> <p>For the specific strategies, services and features selected for your Account see the New Account Enrollment Form or similar document and any model portfolio change forms submitted.</p>
Statement concerning services Visionary will provide as an investment adviser, ERISA fiduciary and registered investment adviser.	<p>See the cover page of the Form ADV Part 2A brochure for Visionary’s acknowledgement of its status as a registered “investment adviser” with the SEC. With respect to services provided to your managed account, Placemark also acknowledges its status as a “fiduciary” within the meaning of ERISA section 3(21).</p>

Direct Compensation Visionary will receive from your Account.	Visionary's fees for sponsoring or otherwise servicing the investment management program are individually negotiated with each sub-adviser based on aggregate assets in the program. As described further in this brochure. Visionary charges a fee of 0.25% annually for its platform services.
Indirect compensation that Visionary will receive from non-affiliates in connection with its services to your Account.	Visionary's ADV Part 2A, "Client Referrals and Other Compensation" (Pages 20-21); Visionary may receive expense reimbursement from portfolio strategist used on the Visionary platforms for conferences sponsored by Visionary.
Compensation Visionary will receive if you terminate Visionary's management of your account.	None.

Visionary Asset Management, Inc.
 2500 Wilcrest Drive, Suite 640 Houston, TX 77042
 Phone: (866) 940-4932, Fax: (713) 333-2705